

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>SEARS HOLDINGS CORPORATION, <i>et al.</i>,</b>	:
	:
<b>Debtors.<sup>1</sup></b>	:
	:
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**Chapter 11**

**Case No. 18-23538 (SHL)**

**(Jointly Administered)**

**FINAL ORDER GRANTING APPLICATION OF PROFESSIONALS FOR  
FINAL ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the application (the “**Application**”) filed by the professional identified on **Schedule A** and **Schedule B** hereto (the “**Applicant**”) for final allowance of compensation for professional services rendered and expenses incurred during the periods identified on **Schedule A** and **Schedule B**; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application and the deadline for filing objections to the relief requested therein having been provided; and the Court having found and determined that all of the applicable requirements of sections 327, 328, 330, and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective February 5, 2013 (as adopted by General Order M-447), and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (ECF No. 796) have been satisfied with respect to the Application; and it appearing that the services rendered and expenses incurred by the Applicant for which compensation and reimbursement are allowed hereby were actual, reasonable and necessary; and the Applicant has agreed to make voluntary reductions reflecting resolutions reached with the Fee Examiner as reflected in **Schedule B** attached hereto; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Application is granted on a final basis as set forth on **Schedule A** hereto.
2. The Application is granted and the fees and expenses set forth in Columns 2 and 4 on **Schedule B** hereto are approved on a final basis. Unpaid fees and expenses incurred by professionals in connection with the prosecution of the Jointly Asserted Causes of Action on behalf of the Litigation Designees shall not be paid until the Effective Date of the Plan.

3. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: December 29, 2022  
White Plains, New York

/s/ *Sean H. Lane*  
UNITED STATES BANKRUPTCY JUDGE

**Schedule A**

Case No. 18-23538 (SHL)  
In re Sears Holdings Corporation, *et al.*

**FINAL FEE APPLICATION**

(1) APPLICANT	(2) APPLICATION DATE AND DOCKET NO.	(3) FEE PERIOD	(4) FEES REQUESTED	(5) FEES ALLOWED	(6) FEES TO BE PAID UNDER ORDER	(7) EXPENSES REQUESTED	(8) EXPENSES ALLOWED	(9) EXPENSES TO BE PAID UNDER ORDER
Weil, Gotshal & Manges LLP (Attorneys for the Debtors)	November 21, 2022 ECF No. 10738	07/01/22 – 10/31/22	\$1,134,520.00	\$1,134,520.00	\$1,134,520.00	\$3,802.26	\$3,802.26	\$3,802.26
<b>TOTAL</b>			<b>\$1,134,520.00</b>	<b>\$1,134,520.00</b>	<b>\$1,134,520.00</b>	<b>\$3,802.26</b>	<b>\$3,802.26</b>	<b>\$3,802.26</b>

Order Date: December 29, 2022  
Initials: **S.H.L.** USBJ

**Schedule B**

Case No. 18-23538 (SHL)  
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(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid
Weil, Gotshal & Manges LLP (Attorneys for the Debtors)	\$85,149,590.70	\$85,149,590.70	\$4,104,886.60	\$4,104,886.60

Order Date: December 29, 2022  
Initials: **S.H.L.** USBJ